

## EXHIBIT Y

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2  
3 IN RE: ANNUAL MEETING OF  
4 SHAREHOLDERS OF READING BROADCASTING, INC.  
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9 Stenographic Report of Meeting  
10 held at the offices of WTVE Channel 51  
11 1729 North 11th Street  
12 Reading, Pennsylvania  
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16 6:07 p.m.  
17 Tuesday,  
18 February 4, 1992  
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23 Monick Court Reporters, Inc.  
24 By: Lori A. Lauffer-Dilks, RPR  
25 1413 Old Mill Road  
Wyomissing, Pennsylvania 19610

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P R O C E E D I N G S

MR. PARKER: I am going to start because we have some administrative things, and I assume there are several others who will be attending, but we can get those out of the way.

First of all, I will call the Annual Meeting of Shareholders of Reading Broadcasting, Inc. to order and indicate, according to the bylaws, it is the proper date and time and place for such a meeting. Then I am going to call the roll to determine who is present and able to vote, and then Mr. Distasio, Roland & Schlegel, has a statement to put in the record.

MR. DISTASIO: Can I make my statement now?

MR. PARKER: If you prefer to do that, that is fine with me. Before you do that, however, I intend to put in the record my objection to your appearance as representing Reading Broadcasting because I don't want to pay you for being here.

On October 23rd, 1991 it came to my attention that Mr. Raymond C. Schlegel, Esquire, of the law firm of Roland & Schlegel, was attempting to be hired by Dr. Aurandt and Jack Linton -- actually, by Dr. Aurandt -- to serve as his legal counsel, but

1. that they were trying to hire him as legal counsel  
2 for Reading Broadcasting but have him do the work  
3 that would be done by an attorney for Dr. Aurandt  
4 rather than for the Corporation.

5               On that day I FAXed a letter to Mr.  
6 Schlegel informing him that, under the management  
7 contract of Partel, Inc., I had the veto power over  
8 any expenditures made by the Corporation. In that  
9 letter, which I will make a part of this record, I  
10 clearly indicated that I had not in the past, would  
11 not at that time, nor would I in the future, approve  
12 of any expenditure to be made by the Corporation to  
13 the law firm of Roland & Schlegel; that they were not  
14 corporate counsel of the Corporation, had never been  
15 hired by Resolution of the Board of Directors, and if  
16 the Board were to do that I would veto it.

17               Many of you -- and, in fact, I think all  
18 of you who are present here today were here at a  
19 shareholders meeting where I made the same statement  
20 to Mr. Schlegel. And at that meeting we removed all  
21 of the existing directors and hired a new Board of  
22 Directors. After that meeting the new Board of  
23 Directors met, removed all of the officers and  
24 elected myself as president and Marvin Mercer as  
25 Secretary. They passed a new Corporate Banking

1 Resolution, authorized new signatures for the  
2 signature cards, and the following morning at 8:30  
3 a.m. -- in fact, I think it was about 8:15 a.m. -- we  
4 went as a group to Meridian Bank and presented the  
5 bank with the new signature cards.

6 At about 9:15 to 9:30 that morning Dr.  
7 Aurandt and Mr. Schlegel appeared at Meridian Bank --  
8 at one of the branches of Meridian Bank. Dr.  
9 Aurandt, who had moved funds from the regular  
10 corporate account, unbeknownst to me, to a new  
11 account he established in the name of Reading  
12 Broadcasting and had stopped payment on all of our  
13 outstanding checks to creditors, wrote a check to  
14 Meridian Bank for \$9,003 which purchased a cashier's  
15 check made out to Roland & Schlegel for \$9,000; and  
16 that cashier's check was signed by Mr. Schlegel.

17 I have informed Mr. Schlegel on numerous  
18 occasions that he participated in the  
19 misappropriation of funds from this corporation. He  
20 may well believe otherwise. He is represented -- his  
21 law firm is represented here and undoubtedly will  
22 represent to you that they are the corporate legal  
23 counsel of Reading Broadcasting. They are here to  
24 make a statement which I am going to allow them to  
25 make for the record, but I want it clearly understood

1           that it is the position -- at least of myself and, I  
2           believe, of the Board of Directors that they will  
3           attempt to recover the \$9,000 from Roland & Schlegel,  
4           and I have formally requested your law firm to return  
5           those funds.

6                       Now, with that, Mr. Anthony Distasio,  
7           Roland & Schlegel, has some objections, I believe, to  
8           this meeting.

9                       MR. DISTASIO: Yes. It's basically the  
10          same statement that Mr. Schlegel read at the last  
11          meeting, but I will read it anyway. Statement for  
12          the Purpose of Objecting to the Transaction of any  
13          Business at an Alleged Shareholders Meeting.

14                      I am Tony Distasio of the law firm of  
15          Roland & Schlegel, and we are corporate counsel for  
16          Reading Broadcasting, Inc. I am attending this  
17          meeting for the sole purpose of objecting, at the  
18          beginning of the meeting, to the transaction of any  
19          business because the meeting was not lawfully called  
20          or convened. This objection is being made pursuant  
21          to Section 1705(b) of the Business Corporation Law of  
22          1988 and Article IX, Section 4 of the Bylaws of the  
23          Corporation.

24                      We are objecting to the calling and the  
25          holding of a claimed shareholders meeting because at

1 the present time there are no shareholders in Reading  
2 Broadcasting, Inc. The interest of the shareholders  
3 in the Corporation, under the terms of the amended  
4 sixth modification of the Corporation's fourth  
5 amended Plan of Reorganization, became null and void  
6 on September 17, 1991, the effective date of the  
7 Plan.

8 On September 14, 1991 the last meeting  
9 of the shareholders of the Corporation was held, at  
10 which time a new Board of Directors was elected by a  
11 two-thirds majority. The new Board was comprised of  
12 the prior Board plus the filling of one vacancy.

13 Following that shareholders meeting, the  
14 Board of Directors of the Corporation met and  
15 approved the termination of the Management Services  
16 Agreement between the Corporation and Partel, Inc. by  
17 reason of the intentional misfeasance of Michael  
18 Parker, an officer of Partel, Inc., in the  
19 performance of his duties under the Agreement. By  
20 reason of that termination, any attempted issuance of  
21 stock by Mr. Parker after September 14, 1991 was  
22 completely without authority and, therefore, null and  
23 void. For the same reason, the call of or any notice  
24 given by Mr. Parker of this meeting was a nullity.

25 In addition, even assuming that the

1 contract had not been then terminated, the duties and  
2 authority of Partel related only to managerial,  
3 operational, consulting and other services necessary  
4 to manage and operate the Station. The authority of  
5 Partel did not extend to such fundamental corporate  
6 matters as the issuance of stock certificates. This  
7 was recognized in Paragraph 6.a. of the Partel  
8 Agreement.

9 The issuance of stock certificates in  
10 this Corporation has been customarily performed by  
11 the president and the Secretary of the Corporation.  
12 In this connection, the bylaws require that the stock  
13 certificates are to have the corporate seal affixed,  
14 which seal has always been in the custody of Mr.  
15 Linton, the Secretary of the Corporation.

16 The shares claimed to have been issued  
17 to you as putative shareholders were allocated by Mr.  
18 Parker in a fashion to skew the voting power of the  
19 shareholders of the Corporation in favor of Partel,  
20 Inc. and against the former shareholders of the  
21 Corporation.

22 For all of the foregoing reasons, we  
23 object to the transaction of any business at this  
24 meeting and at any meeting of any directors elected  
25 at this meeting. Should you, notwithstanding this



1 objection, proceed with the transaction of any  
2 business, the present duly constituted officers and  
3 directors of the Corporation will take appropriate  
4 action in the appropriate forum to enjoin any attempt  
5 to act on the basis of this invalid and unlawfully  
6 convened meeting.

7 Finally, an adversary proceeding,  
8 lawsuit, was filed in Bankruptcy Court today  
9 alleging, among other things, that the shares have  
10 not been properly issued to all the parties in the  
11 correct number. Although the Honorable Thomas M.  
12 Twardowski, Bankruptcy Judge, would not grant our  
13 request to stop this meeting, he suggested that a  
14 Court Stenographer be present today.

15 In addition, myself, Attorney Mercer,  
16 counsel for Mr. Parker, are to report to Judge  
17 Twardowski on Thursday to discuss this matter. Judge  
18 Twardowski has also offered his services in an  
19 attempt to resolve the entire matter without undo  
20 expense to the Corporation.

21 Thank you.

22 MR. MERCER: Tony, I have a question.  
23 You said Attorney Mercer; that's comma, counsel for  
24 Mr. Parker. It's not the same person.

25 MR. DISTASIO: That's correct.

1 MR. PARKER: Do you have a copy of that,  
2 or can I have somebody make a copy?

3 MR. DISTASIO: Sure.

4 MR. PARKER: With regard to the  
5 objection that has been raised, the Chair would rule  
6 that under the Bylaws of the Corporation this is an  
7 Annual Meeting of Shareholders. Under the Bylaws the  
8 Annual Meeting shall be held the first Tuesday of  
9 February in each year if not a legal holiday, and if  
10 a legal holiday then on the next regular secular day  
11 following at 6 p.m. when they shall elect a Board of  
12 Directors and transact such other business as may  
13 properly be brought before the meeting. If the  
14 Annual Meeting shall not be called and held during  
15 any calendar year, any shareholder may call such  
16 meeting at any time thereafter.

17 First of all, the Board of Directors of  
18 this Corporation called the meeting on the date that  
19 is specified in the Bylaws. But even if they failed  
20 to call the meeting, if a quorum is present at the  
21 Annual Meeting at the date and time specified they  
22 have the power to go forward and transact business.


23 So the only issue that remains really  
24 unresolved is the issue brought up by Mr. Distasio  
25 with regard to whether the stock was validly issued.

1 First of all, I have an opinion of counsel that it  
2 was, in fact, validly issued.

3 The Board of Directors, prior to the  
4 September 14th alleged shareholders meeting, adopted  
5 a Resolution in lieu of meeting that was signed by  
6 all five directors including Jack Linton and Dr.  
7 Aurandt, Dr. Clymer, myself and Dr. Fischer, all five  
8 of us signed that, authorizing any officer of the  
9 Corporation to sign such documents necessary to  
10 implement the Plan of Reorganization without further  
11 action of the Board of Directors.

12 As Chief Operating Officer of the  
13 Corporation and as Executive Vice-President or  
14 president of the Corporation -- depending upon  
15 whether you believe the September 14th shareholders  
16 and directors meeting to be valid or invalid -- I was  
17 in a position to execute such documents necessary to  
18 implement the Plan.

19 On September 17th I agree that all the  
20 shares of the Corporation were cancelled. Following  
21 that I issued shares of the Corporation, in  
22 accordance with the Plan, in the same numbers as I  
23 had previously distributed to all of the shareholders  
24 of this Corporation at various meetings that we have  
25 had in accordance with that Plan.



1                   The only issue left before us, in terms  
2                   of valid shares issued, is the issue of shares for  
3                   Dr. Aurandt. I was served by a Garnishment Notice by  
4                   Mr. Massey and several other shareholders of this  
5                   Corporation garnishing all of Dr. Aurandt's stock.  
6                   Mr. Hetrick is here who is the legal counsel for  
7                   those individuals who have a judgment against Dr.  
8                   Aurandt.

9                   Following the receiving of that  
10                  Garnishment Order, I received a letter from Dr.  
11                  Aurandt stating that all of the shares to him should  
12                  be issued to he and his wife. Under Pennsylvania law  
13                  that effectively would have prevented Mr. Hetrick and  
14                  his clients from attaching those shares of stock.

15                  After being placed in that position I  
16                  talked to legal counsel. The legal counsel informed  
17                  me that if I did it on my own I undoubtedly was  
18                  participating. If I believed the shares should be to  
19                  Dr. Aurandt alone and issued them to he and his wife,  
20                  I would be participating in a fraudulent transaction  
21                  and not only submit myself to potential damages but  
22                  the Corporation as well, being the corporate officer  
23                  who was involved in issuing those shares.

24                  As a result, I issued one share of  
25                  certificate to Dr. Aurandt and his wife. It was in

1 response to the fact that one of the original share  
2 certificates was issued to Dr. Aurandt and his wife,  
3 and I used the same proportion formula for the  
4 issuance of those shares as was the case with each of  
5 you in the issuance of your shares.

6 Following our last shareholders meeting  
7 Irv Cohen suggested that we have a meeting to see if  
8 we could resolve some of the other issues. I invited  
9 and, in fact, Jack Linton provided us with copies of  
10 the debentures, which I had never had before, which  
11 established that Dr. Aurandt's Pension Plan purchased  
12 a certain number of shares. I have since issued  
13 shares to Dr. Aurandt's Pension Plan in accordance  
14 with the evidence that was presented to us.

15 Several of you have had your own share  
16 certificates changed because of the evidence that  
17 they presented to us, which were copies of the  
18 debentures; that has been handled.

19 The only issue outstanding, therefore,  
20 is about 50 -- what's the exact number of shares?

21 MS. HENDRICKSON: 50,812.

22 MR. PARKER: 50,812 shares that, it is  
23 my belief based on the evidence at my disposal,  
24 should be issued to Dr. Henry N. Aurandt and be  
25 subject to the garnishment of Mr. Hetrick. But since

1 I have a letter on file from Dr. Aurandt saying that  
2 the shares should be issued to he and his wife and  
3 not to him personally, I have placed this matter  
4 before the Board of Directors. The Board of  
5 Directors today instructed me that following approval  
6 of the FCC transfer of control, which I will explain  
7 later, that I am to submit this entire matter to the  
8 Court for their resolution. I intend to follow that.  
9 But I would state at this point that that is the only  
10 issue of shares that are outstanding. And I intend  
11 to overrule the objection brought forward by Mr.  
12 Distasio and proceed to conduct the meeting.

13 MR. WOHLBRUCK: May I ask you a  
14 question, Mike?

15 MR. PARKER: Yes.

16 MR. WOHLBRUCK: Martin Wohlbruck.  
17 Who now holds the seal?

18 MR. PARKER: The answer to the question  
19 of that is, at the time of issuance of the shares I  
20 requested Mr. Mercer to obtain new share certificates  
21 made out in accordance with the certificates you  
22 received copies of. On the back of those  
23 certificates is also a rather lengthy -- what do you  
24 call it on the back of it? It's Meridian Bank  
25 language.

1 MR. MERCER: It's a restrictive  
2 covenant.

3 MR. PARKER: There's the restrictive  
4 covenants from Meridian Bank that are printed on the  
5 back of those certificates.

6 At the same time I requested that he  
7 order a new corporate seal; he did so. The corporate  
8 seal of this corporation and the share certificates  
9 were issued in accordance with the Plan.

10 MR. MERCER: A corporate seal is no  
11 longer a vital legal creature. If necessary you can  
12 take a quarter and draw a circle around the quarter  
13 and write the word seal in it, and if the corporation  
14 intends that to be its seal for that document that is  
15 valid for a seal.

16 MR. WOHLBRUCK: I understand that. That  
17 was a big question in October.

18 MR. MERCER: I would say right now Jack  
19 Linton has a seal, I have a seal, and there's another  
20 seal somewhere that I lost, I can't find. It's not  
21 an important issue.

22 MR. PARKER: But they were issued at my  
23 instructions with a corporate seal on them. So we  
24 really come down then to the question of the validity  
25 of the issuance of the shares.

1                   As I said, the Directors authorized the  
2                   signing of the appropriate corporate documents. They  
3                   were executed by myself. In fact, since our last  
4                   meeting on December 31st, I executed the documents  
5                   with Meridian Bank to effectuate the Plan.

6                   In terms of the implementation of the  
7                   Plan, all of the share certificates have been issued  
8                   or accounted for, and there is simply a legal  
9                   question between Mr. Hetrick and his clients and Dr.  
10                  Aurandt. The only thing that I care, in terms of the  
11                  Corporation, is that it be resolved. The shares will  
12                  be issued. The number is static. We know how many  
13                  shares we are talking about. We will proceed on that  
14                  basis and turn it over to the Court. I believe,  
15                  based on the Judge's discussions today, that that  
16                  issue will be resolved shortly. It is to the  
17                  Corporation's advantage that we go forward.

18                  I would like at this time to call the  
19                  roll. I would then like to give you a short report  
20                  on what has transpired between our last meeting and  
21                  this. Then I would like to forge ahead with the  
22                  elections and the one other issue that is on the  
23                  agenda, and hopefully adjourn the meeting in about a  
24                  half an hour.

25                  So with that, if there are no other



1 questions on this point, I would like to call the  
2 roll. Henry N. Aurandt and Barry E. Graham, Trustees  
3 for Henry N. Aurandt, M.D., Professional Corporation,  
4 Employees Pension Plan & Trust Agreement; they are  
5 absent.

6 Henry N. Aurandt and Helen K. Aurandt as  
7 tenants by the entireties; they are absent.

8 The Bank of Pennsylvania, Trustee for  
9 Ralph H. Tietbohl, Self-Employed Retirement Plan;  
10 they are present by proxy made out from the Bank of  
11 Pennsylvania as Trustee for Ralph H. Tietbohl to  
12 myself and/or Dr. Clymer. I will give you copies of  
13 these, the originals go to the Secretary.

14 Albert R. Boscov. Albert R. Boscov is  
15 present by proxy made out to Dr. Clymer and to  
16 myself.

17 John R. Bower, Jr., M.D. and Jill L.  
18 Bower; they are absent.

19 Ben F. Bowers -- I was hoping he would  
20 be here.

21 Harry Brueckman, absent.

22 Al W. Busby.

23 MR. HETRICK: He is here by proxy made  
24 out to me, the original of which I have.

25 MR. PARKER: If you would give us the

1 proxy. If you want a copy I'll get one for you.

2 MR. HETRICK: That's fine.

3 MR. PARKER: Why don't you just give  
4 that to Linda behind you, and I will have her bring  
5 them up after we get to the rest of them.

6 Robert H. Clymer, M.D. and Fay H. Clymer  
7 as tenants by the entirety.

8 DR. CLYMER: I'm here.

9 MR. PARKER: Irv Cohen.

10 MR. COHEN: Present.

11 MR. PARKER: Robert A. Denby, M.D. Dr.  
12 Denby is present by proxy made out to Dr. Clymer and  
13 myself.

14 Edward C. Fischer and Noni J. Fischer as  
15 tenants by the entirety; they are absent.

16 Dolores Gallen, absent.

17 John H. Gallen, absent.

18 Bernard R. Gerber, present.

19 Fred Hollingsworth.

20 David Hyman.

21 Carol Anne Kasko.

22 Helen Kirkpatrick.

23 Jack A. Linton and Bernard R. Gerber,  
24 Trustees of the Gerber & Linton Self-Employment  
25 Income Plan on behalf of Bernard R. Gerber, present.

1 Jack A. Linton and Bernard R. Gerber,  
2 Trustees of the Gerber and Linton Self-Employment  
3 Income Plan on behalf of Jack A. Linton, absent.

4 Jack A. Linton and Nancy A. Linton as  
5 tenants by the entireties, absent.

6 Roger H. Longenecker, M.D. and L. Carol  
7 Longenecker. They are present by proxy made out to  
8 Dr. Clymer and to myself -- wait a minute. That's  
9 made out to Dr. Clymer.

10 Barbara MacCallum.

11 David E. Mann, Sr. and Barbara W. Mann.

12 Harvey L. Massey.

13 MR. HETRICK: He is here by proxy.

14 MR. PARKER: Catherine Z. Morrow is  
15 present by proxy made out to Dr. Clymer and myself.

16 Ethlyn Muir.

17 Martin Muir.

18 The National Bank of Boyertown,  
19 Custodians of the Proserpi-Moser Plastic Surgery  
20 Clinic Profit Sharing Plan.

21 Hugh Norris, absent.

22 Mark Norris, absent.

23 Richard M. Palmer, Jr., absent.

24 Partel, Inc. is present.

25 George Pavloff.

1 MR. HETRICK: Yes. He is here by proxy.  
2 MR. PARKER: George or Paul?  
3 MR. HETRICK: Paul. I'm sorry.  
4 MR. PARKER: George is absent. Paul  
5 Pavloff is present by proxy?  
6 MR. HETRICK: Present by proxy, as is  
7 Stella Pavloff-Bull.  
8 MR. PARKER: That's the next one on my  
9 list.  
10 Sergio V. Proserpi, M.D. and Penelope P.  
11 Proserpi are absent as tenants by the entireties.  
12 Dr. Adolpho E. Rodriguez is absent.  
13 Allison A. Rotenberg, present.  
14 Larry A. Rotenberg, Custodian under the  
15 Uniform Gifts to Minors' Act for David A. Rotenberg.  
16 MRS. ROTENBERG: I have his proxy.  
17 MR. PARKER: Okay. If you would turn  
18 that in to us.  
19 And Larry A. Rotenberg. Is the proxy  
20 good for both?  
21 MRS. ROTENBERG: I have both, yes.  
22 MR. PARKER: And Larry A. Rotenberg and  
23 Allison A. Rotenberg.  
24 MRS. ROTENBERG: Here I am.  
25 MR. PARKER: Donald E. Stoudt, M.D. and

1 Mary Lu Stoudt, absent.

2 I would like you to turn those proxies  
3 in so I make sure that you don't vote shares if there  
4 is a problem.

5 STV Reading, Inc. is present. As  
6 president of STV Reading, Inc. I will vote their  
7 shares.

8 Ralph H. Tietbohl, M.D. is present by  
9 proxy made out to Dr. Clymer and myself.

10 Joanne V. VanRoden, absent.

11 Patricia J. Verbinski.

12 DR. CLYMER: Excuse me. May I interrupt  
13 just to say that Joanne VanRoden had a different name  
14 on the original thing. I see it has been corrected.

15 MR. PARKER: It has been. We discussed  
16 that with her. Her original name, I believe, was  
17 Davis.

18 Patricia J. Verbinski is absent, and  
19 Martin Wohlbruck, present.

20 The Chair will rule that a quorum is  
21 present for the purposes of conducting business. If  
22 I can get you to -- do you have an adding machine you  
23 can bring up here? It will make things go quicker.  
24 It may not be necessary. It depends on if we end up  
25 with additional nominations.

1                   Let me go through briefly with you what  
2                   has transpired since the last meeting of the  
3                   shareholders. The Board of Directors met immediately  
4                   following that meeting. I have already explained to  
5                   you that they removed the existing officers. They  
6                   elected myself as president and Marvin Mercer as  
7                   Secretary. The \$9,000 was removed from our bank  
8                   account the following day -- or the \$9,003, which  
9                   created a severe cash crunch on the Corporation. It  
10                  was only through the willingness of several of our  
11                  creditors not to be paid on time, in accordance with  
12                  the Plan, that we were able to weather that storm and  
13                  are only now coming to a point where we will be able  
14                  to pay all of our creditors going forward in  
15                  accordance with the Plan. But several of them,  
16                  including Marvin Mercer's firm, were very good to us  
17                  in terms of that \$9,000 not being a cash crunch upon  
18                  us. We do intend to recover it, but we felt it was  
19                  more important to implement the Plan and get on with  
20                  the Corporation's business. We can go back and get  
21                  the 9,000.

22                  The Board of Directors instructed me,  
23                  following that meeting, to implement the Plan that I  
24                  had presented in terms of down-scaling the company.  
25                  We have now done that. We moved people from our --

1 we had already begun the process, but I can report to  
2 you that as of January 27th the last employee that we  
3 intended to lay off was laid off.

4 We have completed our reorganization to  
5 the point where we have down-scaled here to master  
6 control, an office manager, a secretary and a  
7 production manager.

8 The production department employees were  
9 moved into master control so that they can continue  
10 to do production for us on projects that we are going  
11 to do at various times, but they are actually working  
12 as master control operators for the Station.

13 At the same time, we have cut back on  
14 expenses and we have, in effect, reorganized the  
15 Company to operate much leaner.

16 I will send you a shareholders report  
17 with a lot more details in it, but clearly we have  
18 implemented that portion of the Plan.

19 In addition to that, we entered a series  
20 of negotiations to finalize the documents with  
21 Meridian Bank. Marvin Mercer worked for several  
22 weeks with attorneys in his office to complete those  
23 voluminous documents. I think we ended up with about  
24 2 and a half feet of documents that I signed on New  
25 Year's Eve, and we were tied up on both the 30th and

1 the 31st to accommodate a closing with the bank.  
2 That has now been accomplished, and all of the shares  
3 of the Corporation have been escrowed with Meridian  
4 Bank. You were all sent a package as part of that  
5 agreement. You can choose not to sign it, but we  
6 sent you a letter explaining why we suggested that  
7 you sign it. Basically, by signing it you obtain the  
8 right under the Plan, and in terms of our negotiation  
9 with the bank, to be able to buy and sell your shares  
10 subject to the lien of the bank.

11 In addition to that -- and Marvin can go  
12 into it more if others of you have questions, but  
13 what I would like to do is go forward with the  
14 business of the meeting. If you have individual  
15 questions, he can deal with those with you. But,  
16 clearly, we suggested to you that you sign those  
17 documents. For my own shares, I have signed the  
18 documents and they are with the bank.

19 In addition to that, part of the  
20 negotiations with Meridian Bank -- and I will explain  
21 it clearly here -- were that, one, Partel guarantee  
22 the loan to the extent of its stock, number one; and  
23 two, that one-half of the profits called for under  
24 the management agreement would be loaned to RBI and,  
25 in turn, paid on the bank's loan. That is now in



1 place. And starting the 15th of February the  
2 Corporation will be paying me, and I, in turn, will  
3 be giving half the money to Meridian Bank as a loan  
4 to RBI to pay down the bank's debt.

5 As a result of that transaction, in  
6 addition, 6 and a quarter percent of the shares of  
7 the Corporation went to Partel, and I issued a  
8 warrant from Partel to Meridian Bank that for \$1 they  
9 can buy those shares and exercise an option on them  
10 at any time they wish. So those shares, while they  
11 are voted by Partel, in reality Meridian Bank is the  
12 recipient of them at whatever time they choose to do  
13 it in the future. And generally a bank would  
14 exercise that on a sale where those shares have value  
15 and you can utilize that.

16 The bank, in turn, agreed for us not to  
17 have to pay \$500,000 to them as was called for under  
18 the Plan. Originally they were to pay -- we were to  
19 pay them 500,000 when we came out. What they did is  
20 took that, added it to the rest of the loan or \$2  
21 million total will be amortized over what? 30  
22 years?

23 MR. MERCER: 32.

24 MR. PARKER: Well, it's 2 years interest  
25 only. 30 years at 8 percent interest.

1                   But we concluded those negotiations and  
2                   finalized that portion of the agreement.

3                   So we are basically now down to having  
4                   our Annual Meeting today, going forward with our  
5                   plans. Our plans call for two things; one, building  
6                   a new tower site that will cover Philadelphia, and  
7                   two, a possible move from this building to Reading  
8                   Station which we are currently looking at in terms of  
9                   the validity of that. But if that were to work we  
10                  would then sell this building and reduce our debt  
11                  with Meridian Bank.

12                  I believe that really brings you  
13                  up-to-date with where we are at this point. You  
14                  heard already that we were -- a suit was filed  
15                  against us today. We defended that suit. The Judge  
16                  refused to issue a Temporary Restraining Order,  
17                  suggested to me that it might be prudent to have a  
18                  Court Reporter here tonight, and set up a scheduling  
19                  conference for this coming Thursday.

20                  That pretty much brings you up-to-date  
21                  on what has happened since our last shareholders  
22                  meeting.

23                  Tonight I would advocate to you that the  
24                  current Board of Directors be reelected. And I would  
25                  further advocate to you that you adopt a Resolution

1 establishing 420,000 shares, 10 percent par value, as  
2 the number of shares authorized by the Corporation in  
3 that under the Reorganization Plan the articles were  
4 amended and authorized the issuance of whatever  
5 shares were necessary to implement the Plan.

6 I believe -- what's the exact number of  
7 shares we have to issue to implement the Plan? 418  
8 or 419,000, I believe.

9 MS. HENDRICKSON: 419,038.

10 MR. PARKER: So we rounded that off to  
11 420 only to keep our filings with the State of  
12 Pennsylvania in accordance with the Bankruptcy Plan.

13 DR. CLYMER: May I suggest that it might  
14 be prudent to not cut it quite so close. There is no  
15 harm to authorize more shares such as 500,000 or  
16 480,000.

17 MR. MERCER: Dr. Clymer, I hate to cut  
18 you off, but the problem is, the documentation we  
19 signed with the bank doesn't allow us to increase our  
20 authorized shares without their approval.

21 DR. CLYMER: Then you would have to go  
22 through that and get approval later.

23 MR. PARKER: That's correct. We can  
24 come back at a subsequent shareholders meeting.

25 Those are the two issues. The first

1           issue on the agenda is the election of directors.  
2           Management has offered to you Robert Clymer, M.D.,  
3           Irvin Cohen, the Reverend Frank McCracken, Judge H.  
4           Henry.

5                       MS. HENDRICKSON: No. Myron.

6                       MR. PARKER: He told us how he wanted it  
7           listed at today's meeting. I'm sorry I was -- did  
8           you write it down?

9                       MR. MERCER: It was M. Charles Rose.

10                      MR. PARKER: M. Charles Rose, okay, and  
11           Mike Parker as directors for the next year. Is there  
12           a motion to nominate them?

13                      DR. CLYMER: So moved.

14                      MR. PARKER: It has been moved by Dr.  
15           Clymer that those names be placed in nomination. Are  
16           there further nominations?

17                      (No response.)

18                      MR. PARKER: Are there any further  
19           nominations?

20                      (No response.)

21                      MR. PARKER: Are there any further  
22           nominations? If not the Chair would entertain a  
23           motion that nominations be closed.

24                      MR. COHEN: I make a motion.

25                      MR. PARKER: It has been moved by Irv

1 Cohen that nominations be closed. Is there a second?  
2 MR. WOHLBRUCK: Second.  
3 MR. PARKER: Seconded by Mr. Wohlbruck.  
4 All in favor signify by saying aye.  
5 VOICES: Aye.  
6 MR. PARKER: Opposed, no?  
7 (No response.)  
8 MR. PARKER: The ayes have it and the  
9 motion carries.  
10 The Chair would entertain a motion that  
11 the Secretary be instructed to cast a unanimous  
12 ballot for the nominations to the Board of Directors.  
13 MR. WOHLBRUCK: I move.  
14 MR. PARKER: Mr. Wohlbruck moves. Is  
15 there a second?  
16 DR. CLYMER: Second.  
17 MR. PARKER: Seconded by Dr. Clymer.  
18 Is there any discussion?  
19 (No response.)  
20 MR. PARKER: If not, all those in favor  
21 of the motion will signify by saying aye.  
22 VOICES: Aye.  
23 MR. PARKER: Opposed, no?  
24 (No response.)  
25 MR. PARKER: The ayes have it and the

1 motion carries.

2 I want to be real careful, though. Is  
3 there anything in State law that prevents me from  
4 doing that?

5 MR. MERCER: Not to my knowledge. Why  
6 don't you take the roll call anyway. What do you  
7 have to lose?

8 MR. PARKER: With everybody's  
9 indulgence, I want to make sure I don't make a  
10 mistake that will come back to haunt us and cost us  
11 money in the future. With your indulgence, I'll just  
12 run down the list real quick.

13 The motion is to cast the ballots  
14 present for the five nominees. I'll just go down it.  
15 The Bank of Pennsylvania, Trustee for Ralph H.  
16 Tietbohl, I and Dr. Clymer hold the proxy, and we  
17 would vote aye on 1,809 shares.

18 Albert R. Boscov, 3,243 shares, proxy  
19 held by Dr. Clymer and myself, and we would vote aye.

20 Al W. Busby, 2,725. Mr. Hetrick, you  
21 hold the proxy.

22 MR. HETRICK: I vote aye.

23 MR. PARKER: Robert H. Clymer, M.D. and  
24 Fay H. Clymer as tenants by the entireties.

25 DR. CLYMER: Aye.